

EXHIBIT L

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1 APPEARANCES:	1 Tuesday, January 8, 2008	
2 UNITED STATES SECURITIES AND	2 New York, New York	
3 EXCHANGE COMMISSION	3	
4 Attorneys for the Plaintiff,	4 THE VIDEOGRAPHER: Good morning. This	
5 100 F STREET, N.W.	5 begins Tape No. 1 in the videotaped deposition of	
6 Washington, D.C. 20549-4631	6 Robert Pangia on Tuesday, January, 8th, 2008, in the	
7 BY: MATTHEW D. STRADA, ESQ.	7 matter of Securities and Exchange Commission,	
8 STEPHEN L. COHEN, ESQ.	8 Plaintiff, versus Kent Roberts, Defendant, in the	
9	9 United States District Court, Northern District of	
10 COOLEY GODWARD KRONISH LLP	10 California, Case No. C07-04580 MHP, in the San	
11 Attorneys for the Defendant	11 Francisco Division,	
12 Five Palo Alto Square	12 This deposition is being held at the law	
13 3000 El Camino Real	13 Offices of Cooley Godward Kronish LLP located at	
14 Palo Alto, California 94306-2155	14 1114 Avenue of the Americas. The time now is 10:06.,	
15 BY: NEAL STEPHENS, ESQ.	15 My name is Osmany Cabrera, and I am the	
16	16 legal video specialist on behalf of Alderson Court	
17 WILSON SONSINI GOODRICH & ROSATI, P.C.	17 Reporting. The certified court reporter is Anita	
18 Attorneys for the Witness	18 Shemini, also on behalf of Alderson Court Reporting,	
19 650 Page Mill Road	19 which is located at 600 Fifth Avenue, Suite 1200,	
20 Palo Alto, California 94304-1050	20 New York, Zip Code 10020.	
21 BY: RODNEY G. STRICKLAND, JR., ESQ.	21 Will counsel please introduce themselves	
22 CLAYTON BASSER-WALL, ESQ.	22 for the record.	
23	23 MR. STRICKLAND: Rod Strickland, from	
24 ALSO PRESENT:	24 Wilson Sonsini, for the witness.	
25 OSMANY CABRERA, Videographer	25 MR. BASSER-WALL: Clay Bassar-Wall, from	

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<p>21 1 side, audit function, obviously, right? 2 A Absolutely. 3 Q And you were aware of the internal audit 4 function, right? 5 A Absolutely. 6 Q And you are aware of what the Finance 7 Department does generally on a day-to-day basis, 8 correct? 9 A Emphasize generally, yes. I don't get 10 into the bowels of their work on a day-to-day basis. 11 Q I understand that, Mr. Pangia. 12 I want to get back to the one question, 13 which is: Who is responsible for handling the 14 accounting of the books and records or McAfee's 15 financial statements regarding their options grants? 16 A I believe there was a stock administration 17 function. 18 Q And what department was that in? 19 A That was in Finance. 20 Q At any point during your tenure, did you 21 ever go to the Finance Department to review the 22 accounting ledgers to see how your personal options 23 were being accounted for? 24 A No. 25 Q Why not?</p>	<p>23 1 clear record, my question isn't did you speak with 2 someone in 2000 about it, my question is, did you 3 ever, during your tenure on McAfee's board, speak to 4 anyone who was responsible for either running or 5 accounting for options at McAfee during 2000? 6 MR. STRICKLAND: Speak to them ever or 7 speak to them about the accounting for options? 8 MR. STEPHENS: Speak to them about the 9 accounting for options in 2000. 10 A I would say no, I did not. And the reason 11 for that is that the Chief Financial Officer, who 12 that function reported into, Steve Richards, I 13 believe started at McAfee a few months after I 14 joined the board, and so he was, again, responsible 15 for that function for most of my tenure on the board. 16 until they had a new CFO, Eric Brown. 17 Q All right. Have you ever spoken with 18 Prabhat Goyal? 19 A No. 20 Q Have you ever spoken with Bill Larson? 21 A No, I have not. 22 Q Have you ever spoken with Bob Stavers of 23 Price Waterhouse? 24 A Yes. 25 Q Did you ever speak with Mr. Stavers about</p>
<p>22 1 A Because it was not an area of particular 2 interest to me at that point, and I made some 3 assumptions about the correctness of the grants. 4 Q Okay. And the accounting was being 5 handled by somebody else, correct? 6 A Yes. 7 Q To be fair to Anita, Mr. Pangia, I forgot 8 one instruction, which is to please say yes or no, 9 don't nod or shrug your shoulders, that type of 10 stuff, because she can't take that down. 11 A Fair enough. 12 Q So I apologize. 13 All right. So you weren't on the board in 14 2000, correct? 15 A Correct, yes. Yes, I was not. 16 Q Have you ever spoken to Terry Davis? 17 A No, I have not. 18 Q Have you ever spoken to anyone who was 19 responsible for handling the accounting for stock 20 options at McAfee in 2000? 21 MR. STRICKLAND: Objection, calls for 22 speculation. 23 MR. STRADA: Join. 24 A In 2000, no, I did not. 25 Q And just so I want to make sure I have a</p>	<p>22 1 the options program at McAfee during the 2000 time 2 period? 3 A I believe there was a meeting with PWC and 4 other auditors, that Stavers was there, and one of 5 the topics was the accounting for stock options, but 6 I don't recall the specific date of that meeting. 7 Q Would that have been in April of 2002? 8 A I thought it was later than that. 9 Q Okay. Have you ever spoken with anyone 10 else — well, let me strike that.</p> <p>24 11 Do you know if as part of the Special 12 Committee's investigation in 2006 and 2007, anyone 13 went back and spoke to Mr. Terry Davis about 14 McAfee's stock option policies in 2000? 15 MR. STRICKLAND: I am going to object that 16 anything that you learned from Howrey folks, we are 17 going to assert as privileged. If you know, you can 18 tell them, but don't disclose your conversations 19 with the people from Howrey. 20 A Well, my knowledge would have come in 21 connection with the special investigation, so — so 22 if that is privileged, then the answer is I don't 23 know. 24 Q Okay. So let me ask this: Have you ever 25 had any conversation with any board member where</p>

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<p>149</p> <p>1 it.</p> <p>2 Q Did either Mr. O'Leary or Mr. Dutkowsky</p> <p>3 say anything about McAfee's 2001 focal grant?</p> <p>4 A I don't recall.</p> <p>5 Q Okay. All right. I may have asked you</p> <p>6 again, but let me just cross it off, and I will</p> <p>7 apologize if I have. The board made a decision to</p> <p>8 terminate Mr. Roberts on May 29th, correct?</p> <p>9 A I don't have the specific date, but it was</p> <p>10 shortly after learning about –</p> <p>11 Q Okay. It was right around Memorial Day,</p> <p>12 right?</p> <p>13 A Sometime in May.</p> <p>14 Q I am not quizzing you on the date.</p> <p>15 A Okay.</p> <p>16 Q Just in late May, after the shareholders</p> <p>17 meetings, shortly after the shareholders meeting,</p> <p>18 the board made a decision to terminate Mr. Roberts,</p> <p>19 right?</p> <p>20 A Correct.</p> <p>21 Q Before the decision was made to terminate</p> <p>22 Mr. Roberts, had anyone spoken to Mr. Terry Davis</p> <p>23 about the events surrounding Mr. Roberts' 2000</p> <p>24 option?</p> <p>25 MR. STRADA: Objection, lack of</p>	<p>151</p> <p>1 Q Which board members served on the Special</p> <p>2 Committee?</p> <p>3 A Chuck Robei, Bob Buckham and Fuller, Dale</p> <p>4 Fuller.</p> <p>5 Q Now, the Howrey law firm was the firm</p> <p>6 representing the Special Committee and doing the</p> <p>7 investigation, correct?</p> <p>8 A Correct.</p> <p>9 Q Okay. The Howrey firm wasn't representing</p> <p>10 you, correct?</p> <p>11 A Correct.</p> <p>12 Q Okay. And the Howrey firm wasn't</p> <p>13 representing the entire board of directors, correct?</p> <p>14 MR. STRICKLAND: Objection as to time</p> <p>15 frame.</p> <p>16 MR. STEPHENS: Okay. Fair enough.</p> <p>17 A Right.</p> <p>18 Q Let me rephrase.</p> <p>19 The Howrey law firm wasn't representing</p> <p>20 the entire board of directors as it was conducting</p> <p>21 its investigation for the Special Committee in 2006</p> <p>22 and 2007, correct?</p> <p>23 A You know, I don't have a recall of the</p> <p>24 specific language in the engagement letter with</p> <p>25 Howrey as to whether or not it was representing the</p>
<p>150</p> <p>1 foundation.</p> <p>2 A That, I don't know.</p> <p>3 Q Did anyone suggest that someone should</p> <p>4 talk to Mr. Davis before making a decision on</p> <p>5 Mr. Roberts?</p> <p>6 A I don't know.</p> <p>7 Q You can't recall?</p> <p>8 A I can't recall.</p> <p>9 Q Do you know what Project Shield is?</p> <p>10 A Project Shield? I don't.</p> <p>11 Q Have you ever heard of it?</p> <p>12 A Again, it sounds familiar. We use code</p> <p>13 names for dates when we do, and that could have been</p> <p>14 a code name, but I don't have specifics.</p> <p>15 Q All right. Let me turn back. We kind of</p> <p>16 gotten into the subject of the special investigation</p> <p>17 before I was planning on getting into it, so I am</p> <p>18 going to try my best not to be duplicative here.</p> <p>19 There are some predicate questions that I want to</p> <p>20 ask you.</p> <p>21 You were not a member of the Special</p> <p>22 Committee, correct?</p> <p>23 A Correct.</p> <p>24 Q That was other board members, right?</p> <p>25 A Correct.</p>	<p>152</p> <p>1 board or the company. My guess – my thought, it</p> <p>2 was representing the company, Howrey.</p> <p>3 Q The company or the Special Committee?</p> <p>4 A I am sorry, the Special Committee.</p> <p>5 Q Okay. And you got into this in one of</p> <p>6 your answers, I just want to follow up on it and</p> <p>7 make sure I have exhausted it.</p> <p>8 Were you kept apprised of the status of</p> <p>9 the Howrey investigation?</p> <p>10 A As I said, we got regular updates as to</p> <p>11 the process, but we were not apprised of the</p> <p>12 findings. And even though we were sort of pressing</p> <p>13 on it because we wanted to know what they had</p> <p>14 learned, I think the process of both Howrey and the</p> <p>15 Special Committee was let's get all of the</p> <p>16 information gathered before we try to feed it out</p> <p>17 piecemeal. So that was the process.</p> <p>18 Q When you say we, you are talking about the</p> <p>19 entire board, correct?</p> <p>20 A Yes.</p> <p>21 Q Okay.</p> <p>22 A Excuse me.</p> <p>23 Q You said you got updates regarding the</p> <p>24 process?</p> <p>25 A Yes.</p>

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3 **ACKNOWLEDGEMENT**
4 I, ROBERT PANGIA, hereby
5 certify, I have read the transcript of my
6 testimony taken under oath in my deposition
7 of January 8, 2008, that the transcript is
8 a true, complete and correct record of what
9 was asked, answered and said during this
10 deposition, and that the answers on the
11 record as given by me are true and correct.
12
13

14 _____
15 ROBERT PANGIA
16 Sworn and subscribed to before me
17 this _____ day of _____, 2008.

18 _____
19 Notary Public
20
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1 **CERTIFICATE**
2 OF
3 CERTIFIED SHORTHAND REPORTER
4 * * *
5
6 The undersigned Certified Shorthand
7 Reporter and Deposition Notary Public of the State
8 of New York do hereby certify:
9 That the foregoing Deposition was taken
10 before me at the time and place therein set forth,
11 at which time the Witness was duly sworn by me.
12 That the testimony of the Witness and all
13 objections made at the time of the Deposition
14 were recorded stenographically by me and were
15 thereafter transcribed, said transcript being a
16 true and correct copy of the proceedings thereof.
17 In witness whereof, I have subscribed
18 my name this date, January 22, 2008.
19
20 _____
21 ANITA T. SHEMIN
22
23
24
25